

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

RECORDATION NO. 22768-E FILED

SEP 13 '06 4-15 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

September 11, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated December 21, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22768.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Texas Oklahoma & Eastern Railroad Co.
c/o Weyerhaeuser Company
33663 Weherhaeuser Way South
Federal Way, WA 98003

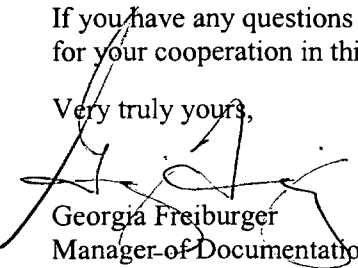
A description of the railroad equipment covered by the enclosed document is thirty-nine (39) 50'6" Plate "F" boxcars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(TOE012)

ASSGN: TOE012

MEMORANDUM OF LEASE SEP 13 '06

4-16 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into this 21st day of December, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Texas, Oklahoma & Eastern Railroad Company ("Lessee"), an Oklahoma corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 28, 2006 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

ATTEST:

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Name: K.A. DOMBROWSKI

Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 21st day of Dec, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

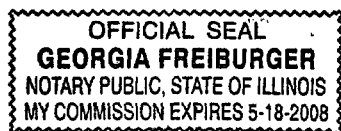
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of December, 2005.

Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

TEXAS, OKLAHOMA & EASTERN RAILROAD COMPANY

By: _____
Name: J. D. Ventresca
Title: Gen. Pres / Gen. Mgr.

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, 2005.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Sevier

I, Gloria Jean Caldwell, a Notary Public of the County and State aforesaid,
certify that J. D. Ventresca personally appeared before me this day and acknowledged his due
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of December, 2005.

Gloria Jean Caldwell, Notary Public
Sevier County, Arkansas
My Commission Expires 9-14-2007

Gloria Jean Caldwell
Notary Public

Commission Expires:

09-14-07
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-nine (39)

DESCRIPTION OF CARS: 50'6" Plate F Boxcars, 6269 cu. ft. with 12' plug doors, loading to 286,000 pounds

CAR NUMBERS:

NOKL	570254
NOKL	570266
NOKL	570267
NOKL	570269
NOKL	570272
NOKL	570276
NOKL	570277
NOKL	570284
NOKL	570288
NOKL	570292
NOKL	570309
NOKL	570320
NOKL	570325
NOKL	570328
NOKL	570329
NOKL	570331
NOKL	570343
NOKL	570344
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NOKL	570357
NOKL	570362
NOKL	570372
NOKL	570378
NOKL	570385
NOKL	570386
NOKL	570389
NOKL	570390
NOKL	570391
NOKL	570394
NOKL	570395
NOKL	570404
NOKL	570408
NOKL	570410
NOKL	570413
NOKL	570435
NOKL	570437
NOKL	570555